

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Patent Application of:
Dana Howard JONES

Application No.: 09/932,714

Confirmation No.: 6243

Filed: August 17, 2001

Art Unit: 3622

For: METHOD AND SYSTEM FOR PAYMENT OF
GOODS AND/OR SERVICES BY THE ...

Examiner: Namrata BOVEJA

DECLARATION UNDER 37 C.F.R. § 1.132

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

1. I, Dana Howard Jones, am the applicant for US Patent Application No: 09/932,714.
2. In response to the Examiner's argument that the currently pending claims are obvious in light of the cited prior art, I declare the following:

My invention was not in existence in the Internet marketplace prior to the filing of my application in August 2000. Since then I have pursued the commercialization of the invention as the CEO of Ultramercial, LLC, . This declaration contains evidence of unexpected results, commercial success, long-felt but unsolved needs, failure of others, and copying by my competitors.

3. Commercial Success, Unexpected Results:

The most recent example of commercial success was demonstrated in November 2007, when our contracted partner Free-Fi installed our model embodying the claimed invention of the present

application at the Denver International Airport – Results: Evidence of criticality and evidence of unexpected results: Specifically, public use of Wi-Fi at Denver International Airport saw an immediate ten-fold increase in November 2007 after adapting our model (please see attached as Exhibit A, a Denver Post article dated 11/29/07 quoting DIA spokesman Jeff Green). Commercial success was achieved by advertisers having paid \$150 per thousand commercials gross to reach these Wi-Fi users. Please see attached as Exhibit B Insertion Order and Invoice for Free-Fi media buys at DIA. This compares very favorably to what other large size video ads are sold for on the Internet. Please see attached as Exhibit C eMarketer.com article titled “How Much Ads Cost April 2009” that shows premium video ads selling for \$35 per thousand commercials. This proves that our ad unit, which embodies the invention as currently claimed in the present application, commands a 4X higher rate than the previous attempts to sell Wi-Fi services at airports – proving with concrete and objective results that demonstrate both commercial success and unexpected results above and beyond the prior solutions.

4. Solving Long-Felt Need, Copying by Competitor JiWire:

JiWire is the largest advertisement network for Wi-Fi services. Prior to meeting Ultramercial and learning of the present invention as disclosed in the present application, JiWire’s business model consisted of selling Internet banners and buttons that ran in i-frames and framesets around the regular pages that Wi-Fi users visited. Please see attached as Exhibit D screenshot taken from Archive.org’s “Wayback Machine” in January 2005, which shows a diagram of all the ad units they offered at the time. Also see attached as Exhibit E Wayback Machine file JiWire Jan 07 Ad Offerings that shows their i-Frame/frameset ad format. Under their

previous business model, users who wished to access Wi-Fi services from JiWire's hotspot partners who charged for access, could do so only after paying a fee. This model yielded limited success as the majority of potential customers did not choose to pay and left. Since JiWire's ad units ran after a customer paid for the connection, they had fewer ad placements available to advertisers. After learning of the present invention as claimed in the present application, JiWire realized a superior solution and began practicing the invention as recited in Claim 1 of the present application to sell services in Wi-Fi locations, such as hotels, and to advertisers like Microsoft. Please see attached as Exhibit F Wayback Machine file JiWire Jan 08 Listing admitting copying of my invention and attached as Exhibit G Transcription of JiWire Demonstration Video. Specifically, Exhibit F shows that JiWire listed the US Trademarked name of my invention, "Ultramercial" as a technology partner, wherein they had not previously done so before adopting my invention; this confirms that JiWire admits to have adopted (i.e., copied) my invention. Exhibit G is a transcription of a video demonstration that was publicly available on JiWire's website in April of 2007, which describes in detail my invention as recited in Claim 1. Screenshots attached as Exhibit H further show that JiWire's present website still currently copy the invention as recited in Claim 1 of the present application. Specifically, Screen 1 of Exhibit H shows a Wi-Fi Access screen at New York's JFK Airport, with viewers offered two pay options and one free 20-minute pass, if the viewer will start and complete a commercial from Hyatt Place (a sponsored message that is associated with the Wi-Fi service). When combined with attached Exhibit B Insertion Orders and Invoices, this is recited in my Claim 1 (as currently amended):

A system for offering incentives related to purchase transactions of products or services over a communications network, said system comprising:

a vendor computer; and

a consumer communication device, said vendor computer being programmed to perform the steps of:

selecting a sponsor message to be associated with a for-sale product or a for-sale service provided by a vendor, said sponsor message being selected from a plurality of sponsor messages, wherein each sponsor message includes an advertisement provided by a sponsor, said advertisement being directed to another for-sale product or another for-sale service offered by the sponsor, wherein said step of selecting includes verifying that the total number of times which the sponsor message has been previously presented is less than a number of predetermined transaction cycles contracted by the sponsor of the sponsor message;

offering for sale to a consumer the for-sale product or for-sale service, wherein said offer for sale is communicated to the consumer via the consumer communication device over a communications network;

offering to said consumer an incentive related to the purchase of said for-sale product or for-sale service on the precondition that the consumer agrees to first receive or interact with the advertisement, wherein said offer of incentive is communicated to the consumer via the consumer communication device over a communications network;

Screen 3 of Exhibit H shows the commercial that is being presented to viewer, as stated in Claim 1:

in response to receiving an acceptance of said offer from the consumer communication device via the communications network, delivering the selected sponsor message to the consumer via the communication device over the communications network;

Screen 4 of Exhibit H shows a query for booking a hotel room at a Hyatt property, as described in my Claim 1:

if the sponsor message is an interactive message, presenting at least one query to the consumer via the consumer communication device;

Screen 6 of Exhibit H shows the “Thank You” page as the user is provided free Wi-Fi access, as described in my Claim 1:

providing the offered incentive to the consumer

Also see as attached Exhibit O Ultramercial Invoices to JiWire, two invoices showing a plurality of advertisers, the contracted number of times the commercials are to be run, the reporting of actual commercials run and fees. This is described in my Claim 1:

recording the delivery of the sponsor message to an activity log, said step of recording including updating the number of times the sponsor message has been presented.

5. The totality of evidence demonstrate that JiWire tried for a substantial length of time to design a product or process similar to my claimed invention, but failed and then opted to copy my invention instead.

6. Additional acts of copying by competitor Boingo:

One of the largest Wi-Fi providers world-wide, entered into an agreement in January 2008 with JiWire to also use the invention recited in Claim 1 (please see attached as Exhibit I Boingo-JiWire Joint PR 1-22-08.pdf, a press release dated January 22, 2008). Boingo provides limited-time free access after completion of a full-screen ad. Please see attached as Exhibit H screenshots from JiWire’s current website showing the Boingo offer in detail. Also see attached as Exhibit J screenshots of Boingo’s offer at Boston Logan Airport, captured in

April 2009. Specifically, Exhibit J, Screen 1 illustrates these steps in my Claim 1 of my invention (currently amended):

A system for offering incentives related to purchase transactions of products or services over a communications network, said system comprising:

a vendor computer; and

a consumer communication device, said vendor computer being programmed to perform the steps of:

selecting a sponsor message to be associated with a for-sale product or a for-sale service provided by a vendor, said sponsor message being selected from a plurality of sponsor messages, wherein each sponsor message includes an advertisement provided by a sponsor, said advertisement being directed to another for-sale product or another for-sale service offered by the sponsor, wherein said step of selecting includes verifying that the total number of times which the sponsor message has been previously presented is less than a number of predetermined transaction cycles contracted by the sponsor of the sponsor message;

offering for sale to a consumer the for-sale product or for-sale service, wherein said offer for sale is communicated to the consumer via the consumer communication device over a communications network;

offering to said consumer an incentive related to the purchase of said for-sale product or for-sale service on the precondition that the consumer agrees to first receive or interact with the advertisement, wherein said offer of incentive is communicated to the consumer via the consumer communication device over a communications network;

Screen 2 of Exhibit J illustrates the viewer opting into the offer and requesting the commercial, and having it displayed as cited in my Claim 1:

in response to receiving an acceptance of said offer from the consumer communication device via the communications network, delivering the selected sponsor message to the consumer via the communication device over the communications network;

Screen 4 of Exhibit J illustrates that if the commercial is interactive that at least one query is presented to the viewer, as recited in my Claim 1:

if the sponsor message is an interactive message, presenting at least one query to the consumer via the consumer communication device;

Screen 5 of Exhibit J illustrates the step of providing the user with the service or product as recited in my Claim 1:

providing the offered incentive to the consumer

Screen 6 of Exhibit J illustrates the plurality of advertisers, as described in Claim 1:

said sponsor message being selected from a plurality of sponsor messages, wherein each sponsor message includes an advertisement provided by a sponsor, said advertisement being directed to another for-sale product or another for-sale service offered by the sponsor,

As a practical matter in 2009, the remaining steps of Claim 1 of my invention, namely “recording the delivery of the sponsor message to an activity log, said step of recording including updating the number of times the sponsor message has been presented.” must occur within our industry in order to be compensated. Use of third-party reporting services, such as DART, owned by Double-Click, is known by me to be employed by JiWire in its relationship with advertisers and Wi-Fi Hotspot providers such as copier Boingo, and is used to calculate payments for advertising.

7. Additional Evidence of Commercial Success and Solving Long-Felt Needs:

Prior to the present invention, advertisers have not been able to know if their ads or commercials

have been seen. No one knows if an ad in a newspaper is seen by a particular number of people; no one knows how many people watch a particular TV commercial. Even on the Internet, no one knows how many people notice a banner ad. People actually go out of their way to avoid ads by using devices like DVRs to skip through ads, or using Internet ad blocking software, or simply ignoring ads altogether. \$136 Billion is spent annually in the United States on advertising (please see attached as Exhibit K Nielsen 2008 Ad Spend), much of it without knowledge of how many people see it. This key problem of not knowing how many people are watching has been a long-felt but unsolved need. My invention solves this need. People agree to view the commercial to completion, and respond to queries within it, all of which is measured by the computers serving the ads, which provides proof-positive that each and every ad completed was done so by a cognizant person. This eliminates wasted ads, and provides the advertiser with what they really want – the viewer's attention. Specific examples: Please see attached as Exhibit L daily statistics report for our partner Virgin Mobile and their Sugar Mama program that offers their users free airtime minutes if they will start, interact and complete our commercials. Our completion rate for the commercials on this date, May 26, 2009, is 95.7%. Virtually everyone who started the commercials completed them. The click-through rate (number of people who click inside the ad to be taken to the advertiser's website to learn more) is 4.12% for this day and is just slightly higher than our historic average of 4.01%. This compares extremely favorably to current average click-through rates for other Internet ad formats. Please see attached as Exhibit M eMarketer research article titled "The Latest Click-Through Count" dated March 11, 2009, in which the average click-through rate is cited as 0.2%. Our ad format is 20 times higher. The attached Sugar Mama metric report cites average time spent with the commercial of 75 seconds. This compares favorably to other Internet ads. Please see

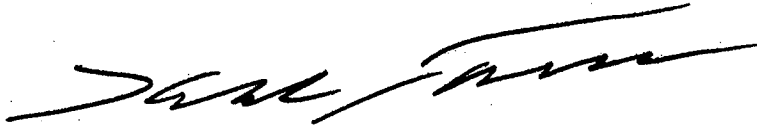
attached as Exhibit N a chart from competitor VideoEgg, showing average time spent within their ad unit of 13 seconds. Our commercial provides six times longer engagement, which is concrete proof of a successful solution to a previously unsolved problem.

8. All of the above-presented objective evidence add up to show, objectively, that my invention as claimed in the present invention achieves commercial success, solves long-felt needs, provided unexpected results, and was subject of copying by others. The concrete showing of these factors with extrinsic proof (via the exhibits attached) establishes that my invention was not obvious to one of ordinary skill in the art at the time the application was filed in 2001.

9. I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Respectfully Submitted

Date: May 28, 2009

A handwritten signature in black ink, appearing to read "Dana Howard Jones", with a long horizontal flourish extending to the right.

Dana Howard Jones

EXHIBIT A

DAYS HOURS MINUTES SECONDS
1:01:17:22
 Sale ends 5/28.



Online Exclusive!
3 DAY SALE!
 Get a Free MOTO™ W755
 WITH HIGH 2YR ACTIVATION. FREE OVERNIGHT SHIPPING WITH ONLINE ORDERS



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BUSINESS

DIA sets Wi-Fi free

An airport spokesman says wireless Internet use has risen tenfold since DIA dropped the fee early this month.

By Elizabeth Aguilera
 The Denver Post

POSTED: 11/29/2007 01:00:00 AM MST

Travelers at Denver International Airport who have previously had to pay for wireless Internet access are getting an early Christmas surprise: The service is now free.

The airport has been quietly testing a free wireless-fidelity, or Wi-Fi, system since early November, DIA spokesman Jeff Green said.

"We did this just to really improve the service we were giving travelers that come through the airport," he said. "It's been pretty successful and better than some of the usage that we saw before, when it was a pay service."

DIA, which is offering the service across the airport terminal and concourses, joins hundreds of other airports, including three in Colorado, in providing the service. Other large airports with free Wi-Fi include Phoenix Sky Harbor; San Diego; Fort Lauderdale, Fla.; Las Vegas; and Portland, Ore.

Early installations of wireless access began in 2000 in Seattle; Austin, Texas; and Dallas, and within five years, offering the service had become a mainstay at most airports, according to the Airports Council International. Chicago and Los Angeles are the exceptions.

While most large airports have Wi-Fi in their terminals, it is smaller airports — those serving 500,000 to 2 million passengers annually — that have full Wi-Fi access, and many of those airports offer it for free, according to the ACI.

In Colorado, DIA joins Colorado Springs, which has offered the service since 2003, Centennial and Vail airports in offering free Wi-Fi.

"It's worked out really well for travelers. Not only is it used extensively, but we've always received positive feedback on that fact that it's free," said John McGinley, assistant director of operations and maintenance at Colorado Springs Airport.

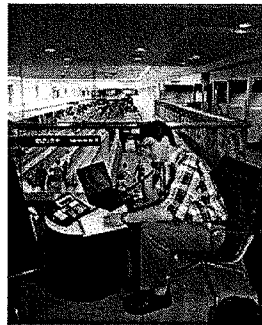
At DIA, the previous pay service was \$7.95 for a 24-hour period, and reports showed 19,000 to 20,000 connections a month. Since the free system began, there has been a tenfold increase in the number of people using the connection, Green said.

The test has been going well and has required just a few tweaks, Green said.

To connect to the free Wi-Fi, users simply find the connection, accept a user agreement and scroll through a few pages of advertisements to access the Internet. Users need not enter any personal information when they log on, Green said.

Elizabeth Aguilera: 303-954-1372 or eaquilera@denverpost.com

PRINT EMAIL SHARE
 10 COMMENTS



Miguel Rodriguez, president of Provision TV Production of Miami, uses a wireless Internet connection at Denver International Airport. DIA has ceased charging a fee for Wi-Fi use. (John Prieto, Denver Post file photo)

MOST READ MOST COMMENTS MOST EMAILED

- Health firm DaVita's move of HQ a tonic for Colorado
- Greed, jealousy creep into L.A.'s locker room
- Springs fugitive caught after 14 years on run

Computer Packages Inc
 Leader in Intellectual Property
 Management for 40 years

Now Hiring
 Client Support Specialist /
 Data Analyst

MOST POPULAR: NEWS: PAST 3 DAYS

- Boulder police investigate 3 bodies
- Errors clutter Denver arrests
- Suite gesture for dying Nuggets fan
- Police shoot Broomfield man after he killed wife
- Salazar: A Supreme suggestion
- Couple die after shootings in Broomfield
- Vaccine study links refusal to disease risk
- Motorcycle rider killed in Aurora collision
- Lightning strikes skeet shooter, companion in Weld
- 2-2 Sweet

RELATED CONTENT

- Judge sets trial date for ex-Yankee Jim Leyritz
- Ex-NFL star Vick leaves prison, heads for Va. home
- NFL looking to expand 'Rooney Rule' to GMS
- Q&A: 'Fight Club' author has a new small hero
- A look at wildlife strikes at major US airports
- FAA: Bird strikes increase 72 percent at DIA

RELATED TAGS

airport airports austin austin texas colorado connection dallas fort lauderdale internet users las vegas los angeles maintenance miami offer offering operations pages passengers phoenix sky portland portland ore reports san

EXHIBIT B

ultramercial Internet advertising that provides free access to content on the Internet
Publisher Contact Information

Insertion Order #: FREE-020108	Date: 02/01/08	
Publisher: Free Fi		
Advertiser: Toyota Matrix		
Billing Contact: <i>Please fill out Billing Contact</i>		
Name: Larry Laffer		
Phone:		
Fax:		
E-Mail:		
Address:		
City:		
State, Zip:		
Sales Contact:		
Name: Larry Laffer		
Phone:		
Fax:		
E-Mail: larry.laffer@freefi.net		
Trafficking/Production Contact:		
Name:		
Phone:		
Fax:		
E-Mail:		
Ultramercial Account Rep		
Name: Paul Guesche		
E-Mail: paul@ultramercial.com		

Flight 1:

Ultramercial Unit	Site URL	Specific Placement & Size <i>Please describe</i>	Start/End Dates	Impressions	Rate	Subtotal
	Free Fi	Granting access to free Wi-Fi, full-screen 728x500 Ultramercial ad unit.	2/25-5/31	133,333	\$ 150.00	\$ 20,000
Masthead Unit		Specific Placement & Size <i>Please describe</i>	Start/End Dates	Impressions	Rate	Subtotal
						\$ -
Ultramercial Traffic Driver 1	URL if different part of other network	Specific Placement & Size <i>Please describe</i>	Start/End Dates	Impressions	Rate	Subtotal
		On Terms of Service page before the Ultramercial 300x250	2/25-5/31	619,047	\$ 32.31	\$ 20,000
Ultramercial Traffic Driver 2	URL if different part of other network	Specific Placement & Size <i>Please describe</i>	Start/End Dates	Impressions	Rate	Subtotal
Ultramercial Email Blast		Specific Placement & Size <i>Please describe</i>	Start/End Dates	Impressions	Rate	Subtotal
						\$ -
Ultramercial Decision Page/Unit	URL if different part of other network	Specific Placement & Size <i>Please describe</i>	Start/End Dates	Impressions	Rate	Subtotal
						\$ -
Other Ad Unit TAB or Other	URL if different part of other network	Specific Placement & Size <i>Please describe</i>	Start/End Dates	Impressions	Rate	Subtotal
	Pervasive banner	Supporting ad unit after Wi-Fi access is granted, 728x90	2/25-5/31	500,000	\$ 20.00	\$ 10,000

Total Impressions	Blended CPM	Total Gross Buy
1,252,380	\$ 39.92	\$ 50,000
Ultramercial Commission %	Commission Amount	
50%	\$ 25,000	
	Net Due Publisher	\$ 25,000

ultramercial®

INVOICE

Ultramercial, LLC
51 Malaga Cove Plaza
Palo Verde Estates, CA 90274
V 310-765-4041 F 310-544-8032

Page 1 of 2

Billing Date: November 30, 2007

INVOICE # : ULTRAMERCIAL INV 2007-11-FRDS
Revised

Ford Motor Media, C/O Mindshare
Brenda Purinton
P.O. Box 4761-GCS
New York, NY 10163

Dates for this Invoice: November 1 - November 30, 2007

ADVERTISER SUMMARIES - Please see Daily Logs on following pages for more details.

Advertiser/Campaign:	Ford Sync on Jiwine		
Flight Dates:	11/1/07 - 12/31/07		
Ultramercial CPM:	\$160		
Ultramercial Impressions:	54,658	Amount: \$	8,745.28
Comments:			
		Sub Total:	\$8,745.28

Advertiser/Campaign:	Ford Sync on Jiwine		
Flight Dates:	11/1/07 - 12/31/07		
Display Ad CPM:	\$50		
Display Ad Impressions:	443,575	Amount: \$	22,178.75
Comments:			
		Sub Total:	\$22,178.75

Payment Terms: Due in full within 30 days

Total Due: \$30,924.03

Ultramercial Services Include:

- * Delivery of full-screen interactive on-line advertisements via a high-availability content distribution network
- * Individual user behavior tracked in real-time
- * 24/7 customer service for viewers and publishers
- * Collection and delivery of reporting and viewer opted-in data

EXHIBIT C

How Much Ads Cost

APRIL 23, 2009

Online ads "all over the place" says one executive.

Data from Jefferies and Company puts a hard number on the cost of traditional ads in 2008.

The firm estimates that broadcast TV had the highest cost-per-thousand (CPM) rate of \$10.25, with syndicated TV at \$8.77. Magazines, cable TV, newspapers, radio and outdoor advertising round out the space.

US Advertising CPM, by Media, 2008

Broadcast TV	\$10.25
Syndication TV	\$8.77
Magazines	\$6.98
Cable TV	\$5.99
Newspapers	\$5.50
Radio	\$4.54
Outdoor	\$2.26

Source: Jefferies & Company, Media Dynamics, InterMedia Dimensions and company reports, "Snapshot of the Global Media Landscape," provided to eMarketer, February 2009

103170

www.eMarketer.com

As for spending in the online sector... it's a little more complicated.

"It is all over the place," said Rino Scanzoni of GroupM in a MediaPost article.

"It is very hard to say this is what the average is. The average is made up of some big, big swings, depending on what you are buying."

A few companies have tried to measure those swings.

For display advertising, Credit Suisse estimated that in 2009 the average CPM will be \$2.39, down from \$2.46 in 2008.

US Online Display Advertising Metrics, 2008-2013

	2008	2009	2010	2011	2012	2013
Average online households (millions)	88.2	93.0	98.2	103.4	108.9	114.6
Page views per online household	68,566	69,937	71,336	72,763	74,218	75,703
US page views	6,048,983	6,505,567	7,004,693	7,527,019	8,082,354	8,676,429
% sold	52%	47%	46%	46%	45%	45%
Page views sold	3,123,976	3,029,782	3,229,614	3,435,735	3,652,328	3,881,576
CPM	\$2.46	\$2.39	\$2.37	\$2.34	\$2.32	\$2.30
Revenues (millions)	\$7,696.3	\$7,240.3	\$7,640.7	\$8,047.0	\$8,468.8	\$8,910.3

Note: Includes banners, rich media and video
Source: Credit Suisse and company reports, "US Advertising Outlook 2009," provided to eMarketer, January 9, 2009

100853

www.eMarketer.com

Pricing for video ads also varied depending on where they were located on-screen. Online video consultancy LiveRail estimated that overlay ads ran CPMs of \$7.40 and in-stream ads were priced at \$16.40 in Q4 2008. AccuStream iMedia Research put the average 2008 figure as high as \$35 for premium preroll online video ads.

Average US Online Video Advertising CPM, by Format, 2008

Premium preroll	\$35
Preroll	\$25
Ad network inventory*	\$13
In-banner video impressions	\$11

Note: *remnant and run-of-site

Source: AccuStream iMedia Research, "Online Video Media Spend: 2003 - 2010," provided to eMarketer, January 13, 2009

101037

www.eMarketer.com

As for paid search, JPMorgan projected that for every 1,000 searches, \$75.33 would be generated from ads in 2009.

Getting a complete picture of CPMs for the online advertising space is difficult—especially when published rate card prices don't always reflect reality. But averages and estimates reveal important trends and tendencies.

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EXHIBIT D

null

http://web.archive.org/web/20060105053033/www.jiwire.com/online-advertising.htm

EliseTalk Ultramercial Project ... Mini Cooper Cars Fo... Ultra Secure Server Google Image Search Los Angeles Times NYTimes WebMail

Get JiWire's new WiFi Toolbar for your Web browser



Search Go

JiWire Home Wi-Fi Hotspot Finder SpotLook Wi-Fi Security Wireless Gear How-To Guides My Account



Wi-Fi Networking News



Wi-Fi-FreeSpot

Online Advertising



Reach a Pure Audience of Mobile Technology Buyers - No Wires Attached

When it comes to reaching mobile technology users, you can't get more contextual than JiWire. Our sole focus is to help people connect to the Internet without wires. Through our industry-leading Web site at JiWire.com and our network partnerships with [Wi-Fi Networking News](#) and [WiFiFreeSpot](#), JiWire gives mobile users the necessary tools and information to find, use, and connect to wireless broadband around the world, at the office, or in the home.

JiWire is:

- The leading online destination for mobile professionals and wireless enthusiasts looking for Wi-Fi and wireless broadband information
- Dedicated to educating users about where and how to use Wi-Fi and wireless broadband
- Publisher of the world's largest directory of Wi-Fi hotspot information
- Available online and via e-mail newsletters, AvantGo handhelds, and cell phones

Why Advertise with JiWire?

Our Wi-Fi focused media properties and knowledgeable audience make us the ideal vehicle for advertising dollars targeted at savvy, high-spending mobile professionals and home networkers.

JiWire reaches an affluent audience of over 1 million business travelers and technology enthusiasts who frequently use and buy Wi-Fi, 3G and other emerging wireless broadband technologies.

Advertising Opportunities

Our advertising opportunities will maximize exposure of your products and services throughout content areas that are relevant to all phases of your potential customers' purchasing cycle. JiWire also offers customized marketing programs Wireless ISPs, manufacturers, and hotspot venue owners. [Contact a sales representative](#) for more details.



99% use one or more wireless broadband technologies



85% plan to buy a wireless access product within the next year



74% use wireless technologies for both work and for fun



74% work remotely at least once a month

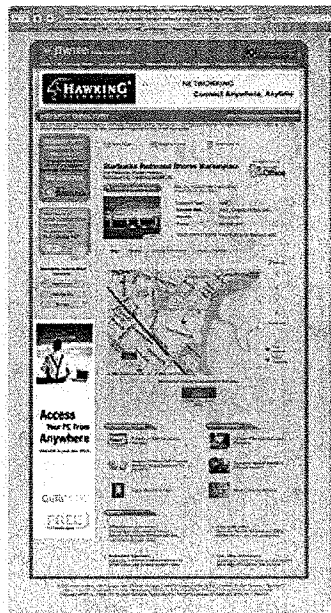
Contact Us

[Click here](#) to request more information about our advertising programs.

Feature Your Wi-Fi Hotspot on JiWire

Featured Hotspot Location:
Quiznos Sub
Clearwater, Florida

Drive more customers to your business by adding your own photos and promotional text to your hotspot listing.



Leaderboard w728 x h90

[Click here to learn more about JiWire Hotspot Advantage™](#)

Add your hotspot
- it's FREE!

Skyscraper w160 x h600



Messaging Plus Unit
w336 x h280

Specification Details

Creative Type	Creative Size	Maximum File Size	Rich Media*
Leaderboard	728 x 90	15K**	Yes
Skyscraper	160 x 600	15K**	Yes
Messaging Plus Unit	336 x 280	15K**	Yes

*JiWire accepts BlueStreak; Enliven; Flash; HTML/Javascript; TangoZebra; VideoBanner.com; AudioBase; IBM; HotMedia; Shockwave; DHTML Flying Ads; DHTML Cursors; Eyebliaster; Scrolling Ads; Ad4Ever; Comet Cursor; Cursor Mate; Shoshkeles, and we are willing to consider other rich media types not listed herein.

**Additional fees apply for advertisements exceeding maximum size limit.

EXHIBIT E

This Wi-Fi experience is brought to you by our sponsors | Powered by JiWire Hotspot Advertising

TOSHIBA
ToshibaDirect.com

EXPERIENCE THE ULTRAPORTABLE PORTÉGÉ® R200.

[Shop Now](#)



- Weighs less than 3 lbs
- Just over half an inch thick
- 5 hours of battery life
- Shock absorbing design

EXHIBIT F



Search

Custom Search



Find Wi-Fi hotspots

Solutions

Products

Partners

About

Contact Us

Free Wi-Fi Tools

Mobile Broadband Advertising Network

JIWire / Products /

Ads for Access: the new currency for mobile broadband

JIWire's mobile broadband advertising network is a revolutionary way for you to continue building revenue by leveraging your network to display advertising. Our unique technology delivers ads to public Wi-Fi, WiMAX, and 3G networks, and provides an exponential increase in your network revenues and your ability to attract more users through subsidized Internet access.

Our breakthrough advertising platform, including the JIWire Advertising Appliance powered by Front Porch, delivers a variety of advertising formats before, during and after network authentication. When coupled with our ability to localize advertisements and personalize them for multiple devices, the revenue impact is immediate.

We offer a complete advertising solution, managing everything from selling your network to premium advertisers, to serving the ads at the right place and time—so you can focus on your core business.

Wi-Fi Hotspot Advertising

We serve ads at hotspots in locations like hotels, airports, universities, and cafes—prime territory for business travelers and nomadic consumers.

Muni Wi-Fi Advertising

Networks that cover municipalities are becoming more prevalent and more sophisticated, presenting unique advertising opportunities on cutting-edge mobile devices as well as PCs.

WiMAX Advertising

Emerging WiMAX networks reach even more wireless users than ever before. We serve ads to WiMAX networks and the latest broadband technologies being developed today.

3G Advertising

As 3G and other wireless broadband technologies evolve, we have the advertisers and the platform in place to take advantage of their full revenue potential.

More Information

[Click to view diagram of Ad Platform](#)

Datasheet

[Advertising Network](#)
[Download PDF](#)

Advertising Appliance

[Download PDF](#)

Contact

[Kevin O'Reilly](#)
(415) 877-4460

Solutions

[Service Providers](#)
[Advertisers](#)
[Municipalities](#)
[Publishers](#)

Products

[Advertising Network](#)
[Public Wi-Fi Registry](#)
[Creative Portals](#)
[Wi-Fi Tools](#)

Partners

[Partner Showcase](#)
[Technology Partners](#)

What is mobile broadband?

User Information

[Wi-Fi Hotspot Finder](#)
[Add a Hotspot](#)
[How-To Guides \(1/1\)](#)
[Product Reviews \(2/1\)](#)
[Weekly/Wire Newsletter](#)

Downloads

[JIWire Hotspot Helper](#)
[Private Wi-Fi Printer](#)
[Use US 7-Wireless](#)
[Network Transfer for Google](#)

Top 10 Wi-Fi Countries

[United States](#)
[United Kingdom](#)
[Germany](#)
[France](#)
[South Korea](#)
[Japan](#)
[Taiwan](#)
[Netherlands](#)
[Italy](#)
[Switzerland](#)
[More countries >](#)

Top 10 Wi-Fi Locations

[Hotel / Resort](#)
[Restaurant](#)
[Cafe](#)
[Store / Shopping Mall](#)
[Other](#)
[Pub](#)
[Library](#)
[Office Building](#)
[Bar](#)
[Airport](#)
[More location types >](#)

About

[Announcements](#)
[Press Coverage](#)
[Executive Team](#)
[Board of Directors](#)
[Strategic Advisors](#)
[Jobs](#)
[Contact Us](#)

Technology Partners

[Wi-Fi Consortium](#)
[Front Porch](#)
[DataCamp](#)

Currently listing 217,326 Wi-Fi hotspots in 136 countries

Copyright ©2007 JIWire, Inc. Patent pending Wi-Fi® is a registered trademark of the Wi-Fi Alliance. [Contact Us](#) | [Privacy Policy](#) | [Terms of Service](#)

EXHIBIT G

Transcription of JiWire Video Demonstration, created by JiWire April 17, 2007

Voice-Over:

"Are you looking to reach affluent mobile professionals in a captive Wi-Fi environment?

More advertisers are using Ultramercial to reach the right target audience on premier Wi-Fi networks around the world.

Here is how it works:

The user initiates a Wi-Fi connection.

She is redirected to the network log in page which provides a prime advertising opportunity as the users first getting online.

The user may then choose to earn free Wi-Fi access by viewing highly targeted advertisements or pay for Wi-Fi access to connect immediately.

If the user chooses free access she must agree to watch a fully interactive Ultramercial advertisement in its entirety as payment for her connection.

Each completed ad earns the user more free access giving the user a significant incentive for added interaction with your brand.

In either the free or paid scenario, once the user is connected to the Wi-Fi network, she lands on a network start page providing you with more opportunities to get your message across through advertisements and relevant content placements.

With Ultramercial you effectively reach affluent mobile users through highly targeted advertising campaigns on premier Wi-Fi networks.

Additionally, Ultramercial uses industry-standard ad serving and reporting to seamlessly work with the rest of your online advertising initiatives.

Include the Ultramercial advertising network in your marketing plans and start capturing your target audience today."

EXHIBIT H

Screen1

FirefoxFileEditViewHistoryBookmarksToolsWindowHelp

jiWire Mobile Audience Advertising Platform & Ad Formats

http://www.jiwire.com/ad-programs

Google

Most VisitedYouTubeBroadcas...EliseTalkUltramercial Project...Mini Cooper Cars Fo...Ultra Secure ServerGoogle Image SearchLos Angeles TimesNYTimes

Wi-Fi UsersCompanyContact Us

jiWire

Users Served: 184,155,218

DT

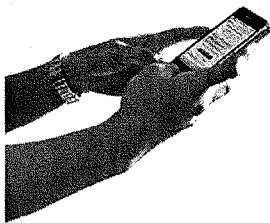
Meet Our AudienceHow It WorksEngaging OpportunitiesJoin Our Network

Captive. Unique. Measurable.

Better than just online—because our mobile audience ad opportunities appear at the point-of-connection, you can target and reach elusive prospects in a captive environment before they're even connected to the Internet.

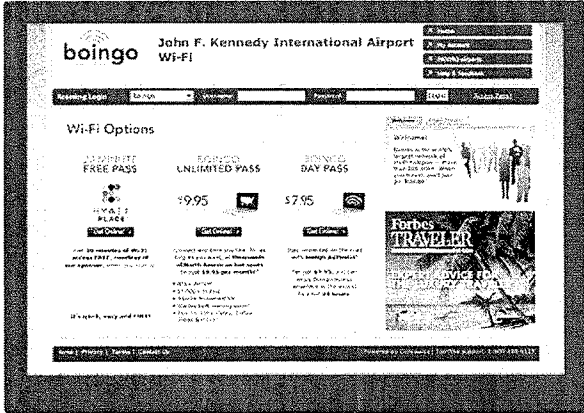
Better than just outdoor—because our audience is connected to the Internet using laptops and handheld devices like iPhones and iPod touches, we have the ability to measure actual impressions and interactions.

Our advertising opportunities are unique, but because they're delivered with traditional third-party serving technologies like DoubleClick, they fit seamlessly into your existing media campaigns.



Ads at Connection
Ads for Access

Engage users with video advertising or lead-generation opportunities in exchange for free Wi-Fi access at premium locations.



WelcomeVideo AdLead FormThank You

Related Links

- Find out why Wi-Fi matters
- View our audience demographics & national reach

Done

Screen2



Wi-Fi Users Company Contact Us

Users Served:
174,448,701

Meet Our Audience

How It Works

Engaging Opportunities

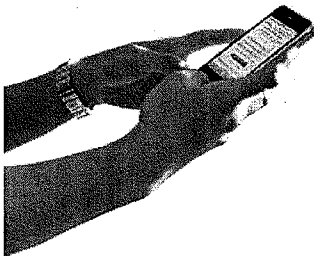
Join Our Network

Captive. Unique. Measurable.

Better than just online—because our mobile audience ad opportunities appear at the point-of-connection, you can target and reach elusive prospects in a captive environment before they're even connected to the Internet.

Better than just outdoor—because our audience is connected to the Internet using laptops and handheld devices like iPhones and iPod touches, we have the ability to measure actual impressions and interactions.

Our advertising opportunities are unique, but because they're delivered with traditional third-party serving technologies like DoubleClick, they fit seamlessly into your existing media campaigns.



Related Links

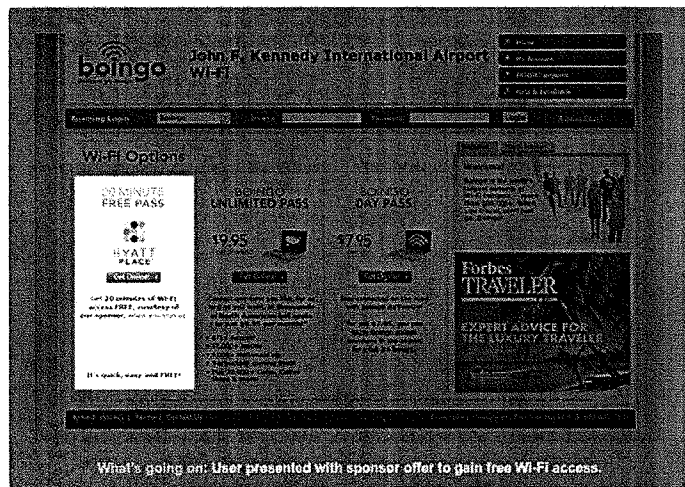
- Find out why Wi-Fi matters
- View our audience demographics & national reach
- See our premier advertising & network partners

Contact our expert ad campaign development team

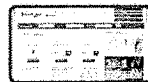
Ads at Connection

Ads for Access

Engage users with video advertising or lead-generation opportunities in exchange for free Wi-Fi access at premium locations.



What's going on: User presented with sponsor offer to gain free Wi-Fi access.



Welcome



Video Ad



Lead Form



Thank You

Ads on Devices

Screen 3

Ads for Access

Engage users with video advertising or lead-generation opportunities in exchange for free Wi-Fi access at premium locations.

HYATT PLACE

Based on 100% 5-star reviews, Hyatt Place is the only hotel chain offering free Wi-Fi access to all guests.

Wi-Fi is a registered trademark of Intel Corporation.

Your sponsored session will begin in 25 seconds.

What's going on: User watches 30-second video to gain free Wi-Fi access.



Welcome



Video Ad



Lead Form



Thank You

Screen 4

[Wi-Fi Users](#)
[Company](#)
[Contact Us](#)
[Log In](#)

[Most Visited](#)
[YouTube - Broadcas...](#)
[EliseTalk](#)
[Ultramercial Project](#)
[Mini Cooper Cars Fo...](#)
[Ultra Secure Server](#)
[Google Image Search](#)
[Los Angeles Times](#)
[NYTimes](#)
[WebMail DanaJones...](#)

[http://www.jiwire.com/ad-programs](#)

[Google](#)

[Meet Our Audience](#)
[How It Works](#)
[Engaging Opportunities](#)
[Join Our Network](#)

Captive. Unique. Measurable.

Better than just online—because our mobile audience ad opportunities appear at the point-of-connection, you can target and reach elusive prospects in a captive environment before they're even connected to the Internet.

Better than just outdoor—because our audience is connected to the Internet using laptops and handheld devices like iPhones and iPod touches, we have the ability to measure actual impressions and interactions.

Our advertising opportunities are unique, but because they're delivered with traditional third-party serving technologies like DoubleClick, they fit seamlessly into your existing media campaigns.

Related Links

- Find out why Wi-Fi matters
- View our audience demographics & national reach
- See our premium advertising & network partners

[Contact our expert ad campaign development team](#)

Ads at Connection

Ads for Access

Engage users with video advertising or lead-generation opportunities in exchange for free Wi-Fi access at premium locations.

Ads on Devices

Done

Screen 5

Users Served:
174,418,801

in Use - AT&T Metro Wi-Fi Silverdale - Riverdale

[Meet Our Audience](#)
[How It Works](#)
[Engaging Opportunities](#)
[Join Our Network](#)

Captive. Unique. Measurable.

Better than just online—because our mobile audience ad opportunities appear at the point-of-connection, you can target and reach elusive prospects in a captive environment before they're even connected to the Internet.

Better than just outdoor—because our audience is connected to the Internet using laptops and handheld devices like iPhones and iPod touches, we have the ability to measure actual impressions and interactions.

Our advertising opportunities are unique, but because they're delivered with traditional third-party serving technologies like DoubleClick, they fit seamlessly into your existing media campaigns.

Related Links

- Find out why you're leaders
- View our audience demographics & engagement
- See our premium advertising & network partners

Contact our expert ad campaign development team

Ads at Connection

Ads for Access

Engage users with video advertising or lead-generation opportunities in exchange for free Wi-Fi access at premium locations.

Ads on Devices

Welcome Video Ad Lead Form Thank You

Done

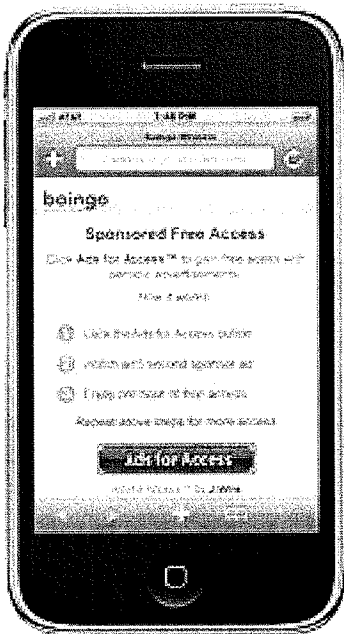
Screen 6



Screen 7

Ads on Devices

Be a part of our groundbreaking program to offer sponsored free Wi-Fi access to iPhone and iPod touch users.



What's going on: User is presented with option to view ad to gain free Wi-Fi access.



Opt In



View Ad



Gain Access

Screen 9

http://www.jiwire.com/ad-programs

Most Visited YouTube Broadcas... EliseTalk Ultramercial Project... Mini Cooper Cars Fo... Ultra Secure Server Google Image Search Los Angeles Times NYTimes WebMail DanaJones...

Wi-Fi Users Company Contact Us Login

Users Saved: 174,450,512
3 Windows User Starbucks San Antonio, TX

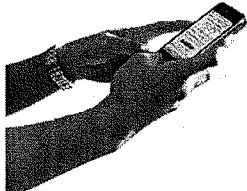
Most Our Audience How It Works Engaging Opportunities Join Our Network

Captive. Unique. Measurable.

Better than just online—because our mobile audience ad opportunities appear at the point-of-connection, you can target and reach elusive prospects in a captive environment before they're even connected to the Internet.

Better than just outdoor—because our audience is connected to the Internet using laptops and handheld devices like iPhones and iPod touches, we have the ability to measure actual impressions and interactions.

Our advertising opportunities are unique, but because they're delivered with traditional third-party serving technologies like DoubleClick, they fit seamlessly into your existing media campaigns.

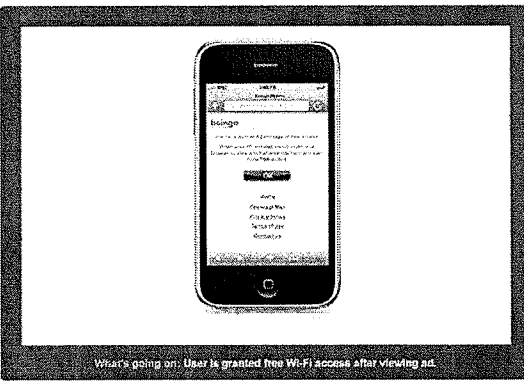


Ads at Connection

Ads for Access

Ads on Devices

Be a part of our groundbreaking program to offer sponsored free Wi-Fi access to iPhone and iPod touch users.



What's going on: User is granted free Wi-Fi access after viewing ad.

Opt In

View Ad

Gain Access

Related Links

- Find out why Wi-Fi matters
- View our audience demographics & national reach
- See our premier advertising & network partners

Contact our expert ad campaign development team

www.jiwire.com/ad-programs

Exhibit I

BACK ←

DFJ Frontier News

News

Boingo Selects JiWire to Sell and Serve Wi-Fi Advertising at the World's Largest Airports

Business Wire

Jan 22, 2008

By Press Release

Boingo Wireless Makes Premium Airport Inventory Available to JiWire Wi-Fi Advertising Network; Leverages JiWire's Wi-Fi Ad Platform for Delivery and Reporting

Boingo Wireless Inc., which provides access to the world's largest network of Wi-Fi hotspots, and JiWire, the leading provider of Ads for Access™ at premier Wi-Fi locations, today announced that Boingo has selected JiWire to sell and serve advertising on its Wi-Fi airport networks. Boingo users will see JiWire-supplied advertising throughout the Boingo Wi-Fi login process at 28 major U.S. and U.K. airports, including Atlanta-Hartsfield, JFK and LaGuardia in New York, Chicago's O'Hare and Heathrow in London.

"Mobile professionals and affluent technology enthusiasts represent an elusive demographic coveted by advertisers," said Dawn Callahan, vice president, consumer marketing, Boingo Wireless. "The JiWire network includes everything we need to monetize our valuable advertising inventory, including advertiser procurement and management, advertising localization and per-device customization, and advertisement scheduling, tracking, and reporting."

The JiWire Wi-Fi Advertising Network enables targeted delivery of premium advertisements based on the recipient's location and device. As an example, the network will enable targeting of advertisements delivered to Boingo users at specific airports. Advertisers on the JiWire network include Charles Schwab, Microsoft, Nokia, and Toshiba.

"The JiWire Wi-Fi Advertising Network has become the leading source of premium, location-aware Wi-Fi advertising," said Kevin McKenzie, chief executive officer, JiWire. "With Boingo's impressive reach into almost 40% of passenger traffic in the top 100 North American airports and coverage throughout the major airports in United Kingdom, we are now able to offer our advertisers unparalleled opportunities to capture mobile professionals at the world's largest airports."

About Boingo Wireless

Boingo Wireless, Inc. is the global market leader in Wi-Fi. Boingo makes it easy for consumers to enjoy Wi-Fi access on their laptop or mobile device at more than 100,000 hotspots worldwide -- including airports, hotels, cafes and metropolitan hot zones -- with a single account. Through its Concourse Communications Group, LLC subsidiary, Boingo operates wired and wireless networks at 30 top airports worldwide. More information about Boingo and Concourse is available at www.boingo.com and www.concoursecommunications.com.

EXHIBIT J

Screen 1


[AirportWiFi.net | Gateway | Payment Options](#)


[http://www.airportwifi.net/gateway/default.sps?iparent=&itype=13460&navId=Nav&SiteLocation=logan](#)

ube - Broadcas... EliseTalk Ultramercial Project ... Mini Cooper Cars Fo... Ultra Secure Server Google Image Search Los Angel

For Sale - Mi... AirportWiFi.net | Gateway | Pay...

Purchase access now, log on through any of several wifi roaming services, or sign up for unlimited access from Boingo.



[Logan Wifi Home](#) | [INTERNET ACCESS
CLICK TO CONNECT](#) | [Help](#) | 

[Airport Info](#)

[Live TV Streaming](#)




[Games](#)

[News](#)

[Rental Cars](#)

[Boston Info](#)

[Help & Feedback](#)

\$4 OFF WIFI
with a
FREE TRIAL
of acclaimed music service
Rhapsody® Unlimited

[CLICK TO LEARN MORE](#)

Option 1 - Purchase

Buy a day pass for \$7.95.

[Click here to select this option >](#)

Option 2 - Unlimited WIFI Access

Tired of paying for day passes? Connect any time you like, for as long as you like.


- Unlimited Access — Only \$9.95 for the first month!
- Over 100,000 Hot Spots Worldwide
- Hundreds of Airports, Top hotels like Marriott® and Hilton®
- No Contract, No Commitment

[Click here to select this option >](#)

Tired of paying for Day Passes?

Unlimited Access
Only \$9.95

for the 1st month only




[Members Click Here!](#)

Option 3 - Get discounted or free access from one of our sponsors

Click here to get 45 minutes of free Wi-Fi access courtesy of 1-800-flowers.com

1-800-flowers.com
Pick the best. We always do.

[Get Online!](#)


THE CRITICALLY-ACCLAIMED
DIGITAL MUSIC
SERVICE

14 -DAY FREE TRIAL
Get \$4 OFF the regular price of a WiFi day pass when you sign up for a FREE TRIAL of Rhapsody® Unlimited.

Option 4 - Roaming

[Click here to see a list of supported roaming providers.](#)


[Click here to select this option >](#)

Option 5 - Day Pass or Discount Card

Log in with day pass credentials, promotional or discount card.

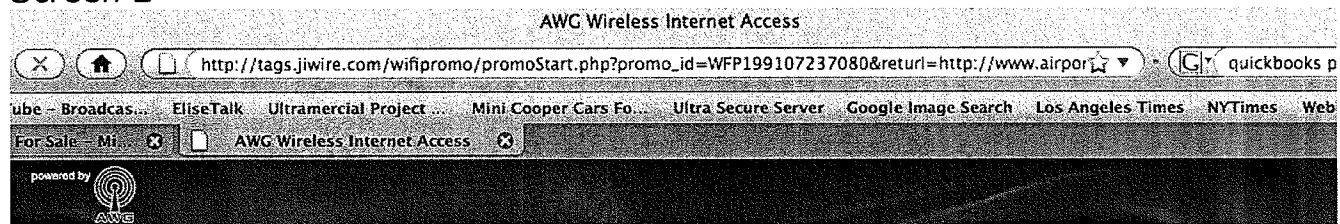
[Click here to select this option >](#)

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[JS.aspx?http/ad.doubleclick.net/click;h=v8/381a/0/0/*p.214240991;0-0;0:33072694;30835-200/191;31212723/31230599/2...okv=sz=200](#)

Screen 2



Get 45 minutes of Free Wi-Fi access from 1-800-flowers.com!

Register for email-exclusive promotions, sales and discounts



from 1-800-flowers.com and earn 45 minutes of FREE Wi-Fi Access.

Start Free Access

Cancel
Return to Payment Options

Free access sponsored by:

1-800-flowers.com
Pick the best. We always do.



Thank You for your interest in 1-800-FLOWERS.COM!


Join our email list today and be the first to learn about email-exclusive promotions, sales and discounts. Simply fill out the form, and start saving for Mother's Day. Every mom deserves to be noticed! So don't wait, celebrate her, and show how much you care. Don't Forget - Mother's Day is Sunday, May 10th!

Wi-Fi Ads by JiWire [Advertise Here](#)

Please note: Third-party cookies must be enabled in your browser to participate in this offer and receive your free access.

Screen 3

1-800-flowers.com
Pick the best. We always do.



Thank You

for your interest in 1-800-FLOWERS.COM®!

Join our email list today and be the first to learn about email-exclusive promotions, sales and discounts. Simply fill out the form, and start saving for Mother's Day. Every mom deserves to be noticed! So don't wait, celebrate her, and show how much you care. Don't Forget - Mother's Day is Sunday, May 10th!

Fields marked * are required.

* First Name:

* Last Name:

* Email Address:

* City:

* State:

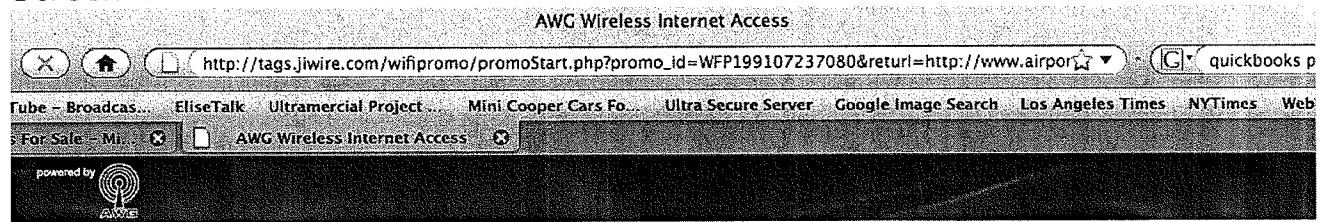
Mobile Number:

☐ Check this box to receive promotions, sales and discounts via text message from 1-800-flowers.com.

JOIN OUR LIST

Cookies must be enabled in your browser to participate in this free Wi-Fi access offer.
Information submitted is subject to the [1-800-flowers.com Privacy Policy](#).

Screen 4



Please keep this window open until you are logged in

This window must stay open while you are being connected.

To return to the login page, click **Cancel**.



Offer In
Progress

Cancel
Return to Payment Options

Free access sponsored by:

1-800-flowers.com
Pick the best. We always do.



**Thank
You** for your interest in 1-800-FLOWERS.COM!

Join our email list today and be the first to learn about email-exclusive promotions, sales and discounts. Simply fill out the form, and start saving for Mother's Day. Every mom deserves to be noticed! So don't wait, celebrate her, and show how much you care. Don't Forget - Mother's Day is Sunday, May 10th!

Wi-Fi Ads by JiWire [Advertise Here](#)

Please note: Third-party cookies must be enabled in your browser to participate in this offer and receive your free access.

Screen 5

Get 20 minutes of Free Wi-Fi from Jackpot Rewards!



Try Jackpot Rewards for FREE for 7 days

and earn 20 minutes of FREE Wi-Fi Access.

[Start Free Access](#)

[Cancel](#)
[Return to Payment Options](#)

Free access sponsored by:



Join Now for a FREE Trial Membership to
The World's Most Generous Online Rewards Program

Save up to 75%
on Products like
These Past Deals:

Wi-Fi Ads by JWRs [Advertise Here](#)

Please note: Third-party cookies must be enabled in your browser to participate in this offer and receive your free access.

EXHIBIT K



The Nielsen Company
770 Broadway
New York, NY 10003
www.nielsen.com

News Release

Contact:
Aaron Lewis
(646) 854-8573
Aaron.Lewis@nielsen.com

U.S. AD SPENDING FELL 2.6% IN 2008, NIELSEN REPORTS

NEW YORK, NY March 13, 2009 – The Nielsen Company reported today that U.S. advertising for the full year 2008 was down 2.6% compared to the full year 2007. According to preliminary figures from Nielsen, U.S. ad expenditures declined almost \$3.7 billion to a total spend of \$136.8 billion in 2008.

Hispanic Cable TV (+9.6%) and Cable TV (+7.8%) were the only two media to show ad growth in 2008. Cable was the highest revenue-generating medium with \$26.6 billion in sales.

Media Category	Jan-Dec '08 vs. Jan-Dec '07 % Change
Hispanic Cable TV	9.6%
Cable TV	7.8%
Spot TV Top 100	-0.3%
Syndication TV	-0.8%
National Sunday Supplement	-1.9%
Hispanic Broadcast TV	-2.4%
Network Radio	-3.3%
Broadcast Network TV	-3.5%
Local Magazine	-3.7%
Spot Radio	-4.0%
Spot TV 101-210	-4.6%
Outdoor	-5.0%
FSI Coupon	-5.2%
Internet*	-6.4%
National Magazine	-7.6%
National Newspaper	-9.6%
Business to Business	-9.7%
Local Newspaper	-10.2%
Local Sunday Supplements	-11.0%
TOTAL	-2.6%

Source: The Nielsen Company

* Internet advertising expenditures account for CPM-based, image-based advertising. These reported estimated expenditures do not account for paid search advertising, list only, paid fee services, performance-based campaigns, sponsorships, banners, in-stream ("pre-roll") players, messenger applications, partnership advertising, promotions and email campaigns or house advertising activity.



"Given the state of the U.S. economy, a decline in ad spending was expected, but it's not as bad as it could have been," said Annie Toulialos, VP of Sales Development for Monitor-Plus, Nielsen's ad tracking service. "The campaign season and the Summer Olympics were two big events that had a tremendous impact on advertising, especially on TV buys."

Print media continued its anticipated decline in 2008. Local and National Newspaper ad spends declined 10.2% and 9.6%, respectively. National Magazines fell 7.6%, while Local Magazines dropped 3.7%.

New media was also hit by the tough economic climate. Internet ad spends dropped 6.4% and Network TV took a 3.5% hit. Nevertheless, television continued to be the dominant medium for advertisers, with 80% of all ad dollars spent on Network, Cable, Hispanic, or Spot TV.

Spanish Language TV (network and cable) advertising continued to grow at a clip of 0.8%, while African-American TV fell 3.4%.

ADVERTISER SPENDING

The top 10 advertisers spent a total of \$15.5 billion in 2008 – 15% less than the year before. Not a single one of the top 10 advertisers spent more in 2008 vs. 2007. Procter & Gamble maintained its perch as the top advertiser this year, despite a 19% decline vs. 2007.

Detroit's Big Three automakers held on to spots in the top 10, despite double-digit percentage slashes in their ad budgets. Cerberus Capital Management (Chrysler) and Ford Motor Co. cut advertising 31% and 29%, respectively. General Motors trimmed its advertising 15%. Foreign automakers Toyota and Honda each made the top 10, but they, too, slashed their ad spend 7% and 3%, respectively.

Parent Company	Jan - Dec 2008 (millions)	Jan - Dec 2007 (millions)	% Change
Procter & Gamble Co.	\$2,848.2	\$3,531.1	-19.3%
General Motors Corp.	\$2,117.7	\$2,486.6	-14.9%
AT&T Inc.	\$1,662.7	\$1,792.1	-7.2%
Verizon Communications Inc.	\$1,614.8	\$1,636.3	-1.3%
Toyota Motor Corp.	\$1,565.0	\$1,665.0	-6.6%
Ford Motor Co.	\$1,416.1	\$1,981.6	-28.5%
Johnson & Johnson	\$1,211.0	\$1,280.1	-5.4%
Time Warner Inc.	\$1,077.4	\$1,411.4	-23.7%
Honda Motor Co.	\$1,016.6	\$1,045.9	-2.8%
Cerberus Capital Mgt. (Chrysler)	\$1,002.6	\$1,456.7	-31.2%
Total Top 10	\$15,522.1	\$18,288.8	-15.1%

Source: The Nielsen Company

Note: Data does not include Internet or B-2-B Spending

No fast food parent companies cracked the top 10. But Yum! Brands (11th), parent company of Taco Bell and KFC, spent \$5.6 million more on advertising in 2008, while McDonald's (13th) boosted its ad spend \$5 million.



Wal-Mart (19th) showed perhaps the most impressive ad growth in 2008. The retail giant increased its spend 55% over the previous year with \$771 million in ad buys.

PRODUCT SPEND

The automotive industry's ad spending fell hardest in 2008. The industry slashed its spending by almost \$1.8 billion, or 15.5%.

Pharmaceuticals also cut back its spending significantly, declining 18% and almost \$1 billion compared to 2007. Quick Service Restaurants, however, was the only category in the top 5 to spend more in 2008, with 3.8% more expenditures in 2008. Direct Response placed 8th, having grown its ad spend 9.2%, thanks to increased spending by companies like Video Professor (+389%), Allstar Marketing (+318%) and Rosetta Stone (+73%)

Product Category	Jan - Dec 2008 (millions)	Jan - Dec 2007 (millions)	% Change
Automotive (Factory & Dealer Assoc.)	\$10,016.1	\$11,854.4	-15.5%
Pharmaceutical	\$4,344.1	\$5,326.3	-18.4%
Auto Dealerships - Local	\$4,198.3	\$4,604.6	-8.8%
Quick Service Restaurant	\$4,080.5	\$3,932.8	3.8%
Department Store	\$3,890.9	\$3,994.2	-2.6%
Wireless Telephone Services	\$3,431.4	\$3,731.6	-8.0%
Motion Pictures	\$3,322.1	\$3,750.6	-11.4%
Direct Response Product	\$2,576.9	\$2,368.9	9.2%
Restaurant	\$1,618.6	\$1,619.4	0.0%
Furniture Stores	\$1,580.8	\$1,636.2	-3.4%
Top 10 Product Categories	\$39,060.0	\$42,808.1	-8.8%

Source: The Nielsen Company

NOTE: Data does not include internet or B-2-B spending.

About The Nielsen Company

The Nielsen Company is a global information and media company with leading market positions in marketing and consumer information, television and other media measurement, online intelligence, mobile measurement, trade shows and business publications (Billboard, The Hollywood Reporter, Adweek). The privately held company is active in approximately 100 countries, with headquarters in New York, USA. For more information, please visit, www.nielsen.com.

EXHIBIT L

From: Ultramercial Statistics <campaignstats@ultramercial.com>
Subject: [UM] Daily Site Results for Sugar Mama on Tuesday May 26, 2009

To: campaignstats@ultramercial.com

ultramercial

Results for Ultramercial(R) units started for Sugar Mama on Tuesday May 26, 2009

Overall Starts: 27,891

Overall Completions: 26,690

Overall Completion Rate: 95.7%

Click-Throughs: 1,149

Overall Click-Through Rate (based on Starts): 4.12%

Overall Click-Through Rate (based on Completions): 4.30%

Overall Average Engagement: 75 seconds

Rimmel Underground (054-487) *

Starts	2,826	10.1%	of all starts
Completions	2,708	95.8%	of starts
Total Click-Throughs	71	2.6%	of completions
Average Engagement	62	seconds	

<u>page name</u>	<u>impressions</u>		<u>avg.seconds</u> <u>since start</u>
* Ad unit started on Sugar Mama site	2,826	100.0%	0
* Invisible Final page	2,730	96.6%	-
* Ad unit completed on Sugar Mama site	2,708	95.8%	62
* Airtime credited	2,708	95.8%	62
* Quiz	2,707	95.8%	-
* Flash version	2,690	95.2%	-
* HTML from Difficulties link	415	14.7%	-
* HTML version	185	6.5%	-
* Click-through to Rimmel Underground	71	2.6%	-
* Replay	61	2.2%	-

The Fratellis - Fratellis (054-623) *

Starts	2,312	8.3%	of all starts
Completions	2,197	95.0%	of starts
Total Click-Throughs	13	0.6%	of completions
Average Engagement	98	seconds	

<u>page name</u>	<u>impressions</u>		<u>avg.seconds</u> <u>since start</u>
* Ad unit started on Sugar Mama site	2,312	100.0%	0
* Invisible Final page	2,217	95.9%	-
* Ad unit completed on Sugar Mama site	2,197	95.0%	98

EXHIBIT M

The Latest Ad Click Count

MARCH 11, 2009

Do your click-throughs measure up?

It may not be what you want to hear, but over the course of the year click-through rates vary.

According to a study of more than 10 billion banner inquiries across Europe from ADTECH (not to be confused with ad:tech), the average click-through rate fluctuates between 0.11% and 0.19%. Apparently, users click on display ads more frequently toward the end of the year, during the major online shopping period. The rate then restabilizes in January at 0.12%.

Online Display Advertising Click-Through Rate in Europe, November 2004-December 2008

November 2004	0.33%
November 2005	0.23%
December 2006	0.22%
December 2007	0.17%
December 2008	0.19%

Source: ADTECH provided to eMarketer, March 2009

102278

www.eMarketer.com

Since 2004, the average click-through rate has fallen, however, from around 0.3%.

In 2006, ABI Research reported that the average click-through rate for an online banner ad was 0.2%, indicating that the decline has been steady.

Average Click-Through Rate for Internet Banner Ads vs. Mobile Banner Ads Worldwide, 2006

Internet banner ad	0.2%
Mobile banner ad	2.0%-3.0%

Source: ABI Research, November 2006

078958

www.eMarketer.com

An average, though, is only an average.

Across Europe click-through rates vary significantly. Users in France are at the high end with an average click rate of 0.18%, and UK users are at 0.13%. At 0.10%, the German click rate is in the middle of the European range. Scandinavian Web users are more "click cautious," with average rates of 0.04% for Sweden, 0.05% for Finland and 0.06% for Norway.

**Online Display Advertising Click-Through Rates in
Select Countries in Europe, by Ad Size,
October-December 2008**

	Denmark	France	Germany	Sweden	Switzerland	UK	Europe
Video ads	1.42%	1.93%	2.61%	0.95%	1.82%	1.75%	1.70%
Pop-up/ layer	0.51%	0.49%	0.33%	0.15%	0.17%	1.23%	0.50%
Skyscraper (120x600)	0.17%	0.26%	0.10%	0.10%	0.12%	0.16%	0.30%
Wide sky- scraper (160x600)	0.17%	0.31%	0.13%	0.14%	0.20%	0.19%	0.20%
Medium rectangle (300x250)	0.14%	0.17%	0.24%	0.04%	0.11%	0.15%	0.20%
Full-size (468x60)	0.12%	0.15%	0.07%	0.04%	0.01%	0.08%	0.20%
Half-size (234x60)	0.10%	0.05%	0.48%	0.22%	0.35%	0.15%	0.50%
Leader- board (728x90)	0.15%	0.09%	0.17%	0.15%	0.23%	0.09%	0.10%

Source: ADTECH, March 2009

102255

www.eMarketer.com

ADTECH found that the size of the ad also affects the click rate. Not surprisingly, bigger is better.

A glance up at the chart reveals that the majority of clicks in the display field go to pop-ups, layers and the half-size format (234x60), with an average of 0.5% each. Video ads performed even better at an average 1.7% click rate.

**Need data for presentations? eMarketer subscribers can
download charts instantly — over 50,000 choices.
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Obviously, video ads greatly increase click-through rates, but compared with banner ads they are more expensive to both place and produce, and as their novelty wears off their rates may decline, too.

Agencies and brands from all vertical industries rely on eMarketer for analysis and data. See what you are missing. Learn more about Total Access today.

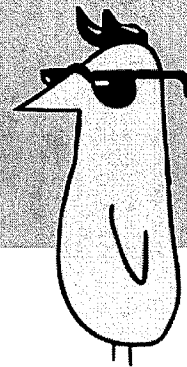
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EXHIBIT N

What we deliver:

Time well spent.

13 seconds: average engaged time spent across all campaigns



videoegg

engagement. guaranteed.

17

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EXHIBIT O

ultramercial®

INVOICE

Ultramercial, LLC
51 Malaga Cove Plaza
Palos Verdes Estates, CA 90274
V 310-765-4041 F 310-544-8032

Kimberley Kievstad
JiWire
Kimberley@jiwire.com

Billing Date: May 31, 2007

INVOICE #: ULTRAMERCIAL INV 2007-5-JWRr
Revised

Dates for this Invoice: May 1 - May 31, 2007

ADVERTISER SUMMARIES - Please see Daily Logs on following pages for more details.

Advertiser/Campaign:	Microsoft Office 2007		
I/O Number:	089-504		
Flight Dates/Billing #:	4/30/07-5/31/07, 1 of 2		
Buy Impressions:	300,000		
Impression run this month:	35,611		
Percentage of Flight run this month	12%		
Ad Serving Fee:	Based on 12.5% of Media Buy	Amount:	734.48
Comments:	Amount billed based on percentage of total flight served this month		
	Sub Total:		\$734.48

Advertiser/Campaign:	Windows Mobile - PC		
I/O Number:	089-543		
Flight Dates/Billing #:	4/30/07-5/31/07, 1 of 2		
Buy Impressions:	166,666		
Impression run this month:	58,297		
Percentage of Flight run this month	35%		
Ad Serving Fee:	Based on 12.5% of Media Buy	Amount:	1,092.98
Comments:	Amount billed based on percentage of total flight served this month		
	Sub Total:		\$1,092.98

Payment Terms:	Due in full within 30 days	Total Due:	\$1,827.46
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Ultramercial Services include:

- Delivery of patents-pending optionally multi-paged full-screen online commercials, via 1,000 edge-cached servers
- User history maintain via Ultramercial cookies and relational database
- 24/7 customer service for viewers and publisher
- Collection and delivery of reporting and viewer opted-in data

ultramercial®**INVOICE**

Billing Date: 31-May-07
 Invoice: ULTRAMERCIAL INV 2007-5-JWR

Page 2 of 3
 May 1 - May 31, 2007

MONTHLY PERFORMANCE STATISTICS

IO	Advertiser/Campaign	Starts	Completes	% Completes	Clicks	CTR
089-504	Microsoft Office 2007	1,712	655	38.26%	34	5.19%
089-539	Microsoft Office 2007 - PC	33,120	11,211	33.85%	1,480	13.20%
089-540	Microsoft Office 2007 - Improved Ir	106	52	49.06%	3	5.77%
089-541	Microsoft Office 2007 - Org Info - P	293	110	37.54%	9	8.18%
089-542	Microsoft Office 2007 - Streamlined	380	149	39.21%	14	9.40%
089-543	Windows Mobile - PC	37,011	15,471	41.80%	1,523	9.84%
089-544	Windows Mobile - Beaver - PC	5,389	2,525	46.85%	223	8.83%
089-545	Windows Mobile - Elevator - PC	5,410	2,509	46.38%	241	9.61%
089-546	Windows Mobile - Sticky - PC	5,098	2,467	48.39%	40	1.62%
089-547	Windows Mobile - Gelabn - PC	5,389	2,427	45.04%	389	16.03%
TOTAL		93,908	37,576	40.01%	3,956	10.53%

DAILY LOGS

Run Dates	Advertiser/ Campaign	Starts	Completes	% Completes	Clicks	CTR
05/01/07	Microsoft Office 2007	113	10	8.85%	3	30.00%
05/04/07	Microsoft Office 2007	200	4	2.00%		0.00%
05/07/07	Microsoft Office 2007	203		0.00%		0.00%
05/24/07	Microsoft Office 2007 - PC	3,069	857	27.92%	120	14.00%
05/24/07	Windows Mobile - PC	2,936	1,053	35.87%	123	11.68%
05/25/07	Microsoft Office 2007 - PC	6,139	1,965	32.01%	294	14.96%
05/25/07	Windows Mobile - PC	5,928	2,388	40.28%	263	11.01%
05/26/07	Microsoft Office 2007 - PC	8,834	2,821	31.93%	420	14.89%
05/26/07	Windows Mobile - PC	8,385	3,411	40.68%	357	10.47%
05/27/07	Microsoft Office 2007 - PC	7,962	2,804	35.22%	371	13.23%
05/27/07	Windows Mobile - PC	7,899	3,273	41.44%	345	10.54%
05/28/07	Microsoft Office 2007	138	123	89.13%	2	1.63%
05/28/07	Microsoft Office 2007 - PC	5,394	2,050	38.01%	218	10.63%
05/28/07	Windows Mobile - PC	5,333	2,355	44.16%	212	9.00%
05/29/07	Microsoft Office 2007	113	45	39.82%	2	4.44%
05/29/07	Microsoft Office 2007 - PC	1,655	694	41.93%	56	8.07%
05/29/07	Microsoft Office 2007 - Improved Ir	100	51	51.00%	2	3.92%
05/29/07	Microsoft Office 2007 - Org Info - P	288	108	37.50%	8	7.41%
05/29/07	Microsoft Office 2007 - Streamlined	174	70	40.23%	6	8.57%
05/29/07	Windows Mobile - PC	2,709	1,209	44.63%	104	8.60%
05/29/07	Windows Mobile - Beaver - PC	1,210	514	42.48%	47	9.14%
05/29/07	Windows Mobile - Elevator - PC	1,141	514	45.05%	39	7.59%
05/29/07	Windows Mobile - Sticky - PC	1,175	529	45.02%	2	0.38%
05/29/07	Windows Mobile - Gelabn - PC	1,173	489	41.69%	83	16.97%
05/30/07	Microsoft Office 2007 - Streamlined	115	45	39.13%	6	13.33%
05/30/07	Windows Mobile - PC	1,955	908	46.45%	70	7.71%
05/30/07	Windows Mobile - Beaver - PC	2,072	1,002	48.36%	74	7.39%
05/30/07	Windows Mobile - Elevator - PC	2,178	1,025	47.06%	65	6.34%
05/30/07	Windows Mobile - Sticky - PC	2,119	995	46.96%	12	1.21%
05/30/07	Windows Mobile - Gelabn - PC	2,197	1,009	45.93%	170	16.85%
05/31/07	Windows Mobile - PC	1,787	860	48.13%	44	5.12%
05/31/07	Windows Mobile - Beaver - PC	2,074	1,000	48.22%	66	6.60%
05/31/07	Windows Mobile - Elevator - PC	2,008	944	47.01%	51	5.40%
05/31/07	Windows Mobile - Sticky - PC	1,791	935	52.21%	2	0.21%
05/31/07	Windows Mobile - Gelabn - PC	1,986	921	46.37%	105	11.40%

ultramercial®

INVOICE

Ultramercial, LLC
51 Malaga Cove Plaza
Palos Verdes Estates, CA 90274
V 310-765-4041 F 310-544-8032

Page 1 of 2

Billing Date: September 30, 2007

INVOICE #: ULTRAMERCIAL INV 2007-9-JIWIIE

Jiwire.com

Dates for this Invoice: August 1 - September 30, 2007

220 Sansome St. 4th Floor
San Francisco, CA 94104
650-872-1190

ADVERTISER SUMMARIES - Please see Daily Logs on following pages for more details.

Advertiser/Campaign: HSBC Premier - Snow

Flight Dates: 8/3/07 - 9/2/07

Starts this Period: 55,700

CPM: \$150.00

UAIP Total: \$2,088.75

Comments: Based on UAIP commission of 25% for Ultramercials sold at \$150 CPM

Sub Total: \$2,088.75

Payment Terms: Due in full within 30 days

Total Due: \$2,088.75

Ultramercial Services Include:

- * Delivery of full-screen interactive online advertisements via a high-availability content distribution network
- * Individual user behavior tracked in real-time
- * 24/7 customer service for viewers and publishers
- * Collection and delivery of reporting and viewer opted-in data

Billing Date: 30-Sep-07
 Invoice: ULTRAMERCIAL INV 2007-9-JIWIIE

Page 2 of 4
 August 1 - September 30, 2007

MONTHLY PERFORMANCE STATISTICS

TO	Advertiser/ Campaign	Starts	Completes	% Completes	Clicks	CTR
089-589	Microsoft Office 2007 - Stream	213	7	3.29%	11	157.14%
089-590	Microsoft Office 2007 - Impro	150	5	3.33%	4	80.00%
089-591	Microsoft Office 2007 - Orq In	160	3	1.88%	4	133.33%
089-592	Microsoft Office 2007 - Great	157	6	3.82%	4	66.67%
089-594	HSBC Premier - Snow	55,700	31,218	63.50%	1,316	4.22%
TOTAL		56,380	31,239	62.68%	1,339	4.29%

DAILY LOGS

Run Dates	Advertiser/ Campaign	Starts	Completes	% Completes	Clicks	CTR
08/03/07	HSBC Premier - Snow	128		0.00%	1	0.00%
08/08/07	HSBC Premier - Snow	281	147	52.31%	7	4.76%
08/09/07	HSBC Premier - Snow	317	157	49.53%	20	12.74%
08/10/07	HSBC Premier - Snow	808	387	47.90%	68	17.57%
08/11/07	HSBC Premier - Snow	708	366	51.69%	49	13.39%
08/12/07	HSBC Premier - Snow	1,347	601	44.62%	78	12.98%
08/13/07	HSBC Premier - Snow	2,196	1,135	51.68%	157	13.53%
08/14/07	HSBC Premier - Snow	2,109	1,165	55.24%	105	9.01%
08/15/07	HSBC Premier - Snow	2,014	1,279	63.51%	91	7.11%
08/16/07	HSBC Premier - Snow	1,610	1,103	68.51%	40	3.63%
08/17/07	HSBC Premier - Snow	1,353	898	66.37%	32	3.56%
08/18/07	HSBC Premier - Snow	1,147	794	69.22%	40	5.04%
08/19/07	HSBC Premier - Snow	1,094	755	69.01%	23	3.05%
08/20/07	HSBC Premier - Snow	1,861	1,288	69.21%	40	3.11%
08/21/07	HSBC Premier - Snow	1,930	1,362	70.57%	32	2.35%
08/22/07	HSBC Premier - Snow	1,712	1,182	69.04%	26	2.20%
08/23/07	HSBC Premier - Snow	1,602	1,125	70.22%	25	2.22%
08/24/07	HSBC Premier - Snow	1,741	1,226	70.42%	36	2.94%
08/25/07	HSBC Premier - Snow	3,122	1,785	57.17%	50	2.80%
08/26/07	HSBC Premier - Snow	3,597	2,179	60.58%	74	3.40%
08/27/07	HSBC Premier - Snow	3,091	1,931	62.47%	53	2.74%
08/28/07	HSBC Premier - Snow	3,166	1,986	62.73%	48	2.42%
08/29/07	HSBC Premier - Snow	4,541	3,103	68.33%	74	2.38%
08/30/07	Microsoft Office 2007 - Stream	131	3	2.29%	2	66.67%
08/30/07	Microsoft Office 2007 - Impro	132	5	3.79%	4	80.00%
08/30/07	Microsoft Office 2007 - Orq In	146	3	2.05%	1	33.33%
08/30/07	Microsoft Office 2007 - Great	134	6	4.48%	3	50.00%
08/30/07	HSBC Premier - Snow	3,941	2,733	69.35%	53	1.94%
08/31/07	HSBC Premier - Snow	3,674	2,523	68.67%	76	3.01%
09/01/07	HSBC Premier - Snow	3,596	2,376	66.07%	58	2.44%
09/02/07	HSBC Premier - Snow	2,945	2,066	70.15%	56	2.71%